

EXHIBIT C

**BEFORE THE JUDICIAL PANEL
ON MULTIDISTRICT LITIGATION**

IN RE VEECO INSTRUMENTS INC.)
PRIVATE SECURITIES LITIGATION)
)

MDL Docket No. _____

DECLARATION OF ROBERT F. SERIO

ROBERT F. SERIO, pursuant to 28 U.S.C. § 1746, hereby declares:

1. I am a member of the firm of Gibson, Dunn & Crutcher LLP, counsel to defendants Veeco Instruments Inc., Edward H. Braun, and John F. Rein Jr. I respectfully submit this declaration in support of defendants' Motion to Transfer and Consolidate Actions for Pretrial Proceedings.
2. Attached as Exhibit 1 are true and correct copies of the complaint filed on February 15, 2005 in the action captioned L.I.S.T., Inc. v. Veeco Instruments, Inc., et al., 05 Civ. 2189 (E.D.N.Y.), and the amended complaint filed on April 14, 2005 in the same action.
3. Attached as Exhibit 2 is a true and correct copy of the complaint filed on February 15, 2005 in the action captioned McIntosh v. Veeco Instruments, Inc., et al., 05 Civ. 0889 (E.D.N.Y.).

4. Attached as Exhibit 3 is a true and correct copy of the complaint filed on February 18, 2005 in the action captioned Linzer v. Veeco Instruments, Inc., et al., 05 Civ. 0957 (E.D.N.Y.).

5. Attached as Exhibit 4 is a true and correct copy of the complaint filed on February 18, 2005 in the action captioned Kantor v. Veeco Instruments, Inc., et al., 05 Civ. 0967 (E.D.N.Y.).

6. Attached as Exhibit 5 is a true and correct copy of the complaint filed on February 23, 2005 in the action captioned Walker v. Veeco Instruments, Inc., et al., 05 Civ. 1003 (E.D.N.Y.).

7. Attached as Exhibit 6 is a true and correct copy of the complaint filed on March 9, 2005 in the action captioned Collins v. Veeco Instruments, Inc., et al., 05 Civ. 1277 (E.D.N.Y.).

8. Attached as Exhibit 7 is a true and correct copy of the complaint filed on March 11, 2005 in the action captioned Holthuizen v. Veeco Instruments, Inc., et al., 05 Civ. 1337 (E.D.N.Y.).

9. Attached as Exhibit 8 is a true and correct copy of the complaint filed on March 16, 2005 in the action captioned Kershaw v. Veeco Instruments, Inc., et al., 05 Civ. 2929 (E.D.N.Y.).

10. Attached as Exhibit 9 is a true and correct copy of the complaint filed on March 17, 2005 in the action captioned Vogt v. Veeco Instruments, Inc., et al., 05 Civ. 1430 (E.D.N.Y.).

11. Attached as Exhibit 10 is a true and correct copy of the complaint filed on March 24, 2005 in the action captioned Grove v. Veeco Instruments, Inc., et al., 05 Civ. 1552 (E.D.N.Y.).

12. Attached as Exhibit 11 is a true and correct copy of the Memorandum of Law in Support of Motion of Ratan LalChandani for Consolidation of Related Actions, Appointment as Lead Plaintiff and Approval of Proposed Lead Plaintiff's Selection of Lead Counsel filed on April 18, 2005 in the Southern District of New York.

13. Attached as Exhibit 12 is a true and correct copy of the Memorandum of Law in Support of Motion of Ratan LalChandani for Consolidation of Related Actions, Appointment as Lead Plaintiff and Approval of Proposed Lead Plaintiff's Selection of Lead Counsel filed on April 18, 2005 in the Eastern District of New York.

14. Attached as Exhibit 13 is a true and correct copy of the Memorandum of Law in Support of Motion to Appoint NECA-IBEW Pension Fund (The Decatur Plan) as Lead Plaintiff, to Approve Lead Plaintiff's Choice of Lead Counsel Pursuant to § 21D(a)(3)(B) of the Securities Exchange Act of 1934, and to Consolidate Related Actions Pursuant to Rule 42 of the Federal Rules of Civil Procedure filed on April 18, 2005 in the Southern District of New York.

15. Attached as Exhibit 14 is a true and correct copy of the Memorandum of Law in Support of Motion to Appoint NECA-IBEW Pension Fund (The Decatur Plan) as Lead Plaintiff, to Approve Lead Plaintiff's Choice of Lead Counsel Pursuant to § 21D(a)(3)(B) of the Securities Exchange Act of 1934, and to Consolidate Related Actions Pursuant to Rule 42 of the Federal Rules of Civil Procedure filed on April 18, 2005 in the Eastern District of New York.

16. Attached as Exhibit 15 is a true and correct copy of the Memorandum of Law in Support of Motion by the Steelworkers Pension Trust for Consolidation, for Its Appointment as Lead Plaintiff and for Approval of Lead Plaintiff's Selection of Lead Counsel and Liason Counsel filed on April 18, 2005 in the Eastern District of New York.

17. Attached as Exhibit 16 is a true and correct copy of the Memorandum of Law in Support of Motion of Joel Mandel's Motion to Consolidate the Related Actions, Appoint

Lead Plaintiff and Approve Lead Plaintiff's Selection of Lead Counsel filed on April 18, 2005 in the Southern District of New York.

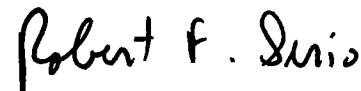
18. Attached as Exhibit 17 is a true and correct copy of the Memorandum of Law in Support of Motion of Joel Mandel's Motion to Consolidate the Related Actions, Appoint Lead Plaintiff and Approve Lead Plaintiff's Selection of Lead Counsel filed on April 18, 2005 in the Eastern District of New York.

19. Attached as Exhibit 18 is a true and correct copy of the Memorandum of Law in Support of the Motion of the Capitanio Group for Consolidation, Appointment as Lead Plaintiff and Approval of Selection of Lead Counsel filed on April 18, 2005 in the Southern District of New York.

20. Attached as Exhibit 19 is a true and correct copy of the Memorandum of Law in Support of the Motion of the Capitanio Group for Consolidation, Appointment as Lead Plaintiff and Approval of Selection of Lead Counsel filed on April 18, 2005 in the Eastern District of New York.

I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED this 29th day of April, 2005.



Robert F. Serio